IN THE HIGH COURT OF JUDICATURE AT BOMBAY

O. O. C. J.

COMPANY PETITION NO.229 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO.371 OF 2007

In the matter of Scheme of Arrangement between Watco Engineering Company Private Limited, Watco Real Estates Private Limited, Watco Properties Private Limited, Watco Trading Private Limited and their respective shareholders and creditors

Watco Engineering Company Pvt.Ltd...Petitioner Company

WITH
COMPANY PETITION NO.230 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO.372 OF 2007

In the matter of Scheme of Arrangement between Watco Engineering Company Private Limited, Watco Real Estates Private Limited, Watco Properties Private Limited, Watco Trading Private Limited and their respective shareholders and creditors

Watco Real Estates Private Ltd. ..Petitioner Company.

WITH
COMPANY PETITION NO.231 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO.373 OF 2007

In the matter of Scheme of Arrangement between Watco Engineering Company Private Limited, Watco Real Estates Private Limited, Watco Properties Private Limited, Watco Trading Private Limited and their respective shareholders

and creditors

Watco Properties Private Ltd. ..Petitioner Company.

WITH
COMPANY PETITION NO.232 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO.374 OF 2007

In the matter of Scheme of Arrangement between Watco Engineering Company Private Limited, Watco Real Estates Private Limited, Watco Properties Private Limited, Watco Trading Private Limited and their respective shareholders and creditors

Watco Trading Private Ltd. ..Petitioner Company.

....

Mr. Rajesh Shah for the Petitioner.
Ms. Nisha Valani for the Regional Director.
Mrs. K.V. Gautam, Dy. Official Liquidator present.

....

CORAM: **DR. D.Y. CHANDRACHUD, J.**

12th June, 2007.

P.C. :

1. The sanction of the Court is sought under the provisions of Sections 391 to 394 of the Companies Act, 1956 to a scheme of arrangement. The scheme contemplates the demerger of the Chennai, Hyderabad and Investment Undertakings of Watco Engineering Company Private Limited (WECPL or the demerged

company) and the vesting thereof in three companies viz. (i) Watco Real Estates Private Limited (WREPL or the first resulting company); (ii) Watco Properties Private Limited (WPPL or the second resulting company) and (iii) Watco Trading Private Limited (WTPL or the third resulting company). The demerged company is the Petitioner in Company Petition 229 of 2007 while the three resulting companies are respectively the Petitioners in Company Petitions 230 of 2007, 231 of 2007 and 232 of 2007. All the Petitioner companies have common equity shareholders and the appointed date under the scheme is 1st January, 2007.

2. The details of the statutory compliances have been furnished by Counsel appearing for the Petitioner to the Court and they are as follows :

Insofar as the equity shareholders and the secured creditors are concerned, it has been stated that (i) Consent letters have been obtained from all the equity shareholders and (ii) there are no secured creditors. Insofar as the unsecured creditors are

concerned, the convening of the meeting of the unsecured creditors of the demerged company was dispensed with on an undertaking to furnish individual notices to all the unsecured creditors which the Court has been informed has been duly complied with. There are no unsecured creditors in the first, second and third resulting companies.

3. The Regional Director has stated before the Court through counsel that all the requisitions served on the company have been complied with and that there is no objection to the scheme of arrangement. In the circumstances, there is no reason why the scheme as proposed should not be sanctioned. The Petitions are accordingly made absolutely in terms of prayer clauses (a) and (b).

4. The Petitioner to pay costs of Rs.2,500/- each to the Regional Director and the Official Liquidator within four weeks.

Filing and issuance of drawn up order is dispensed with.

All authorities concerned to act on an authenticated copy of this order issued by the office of this Court.